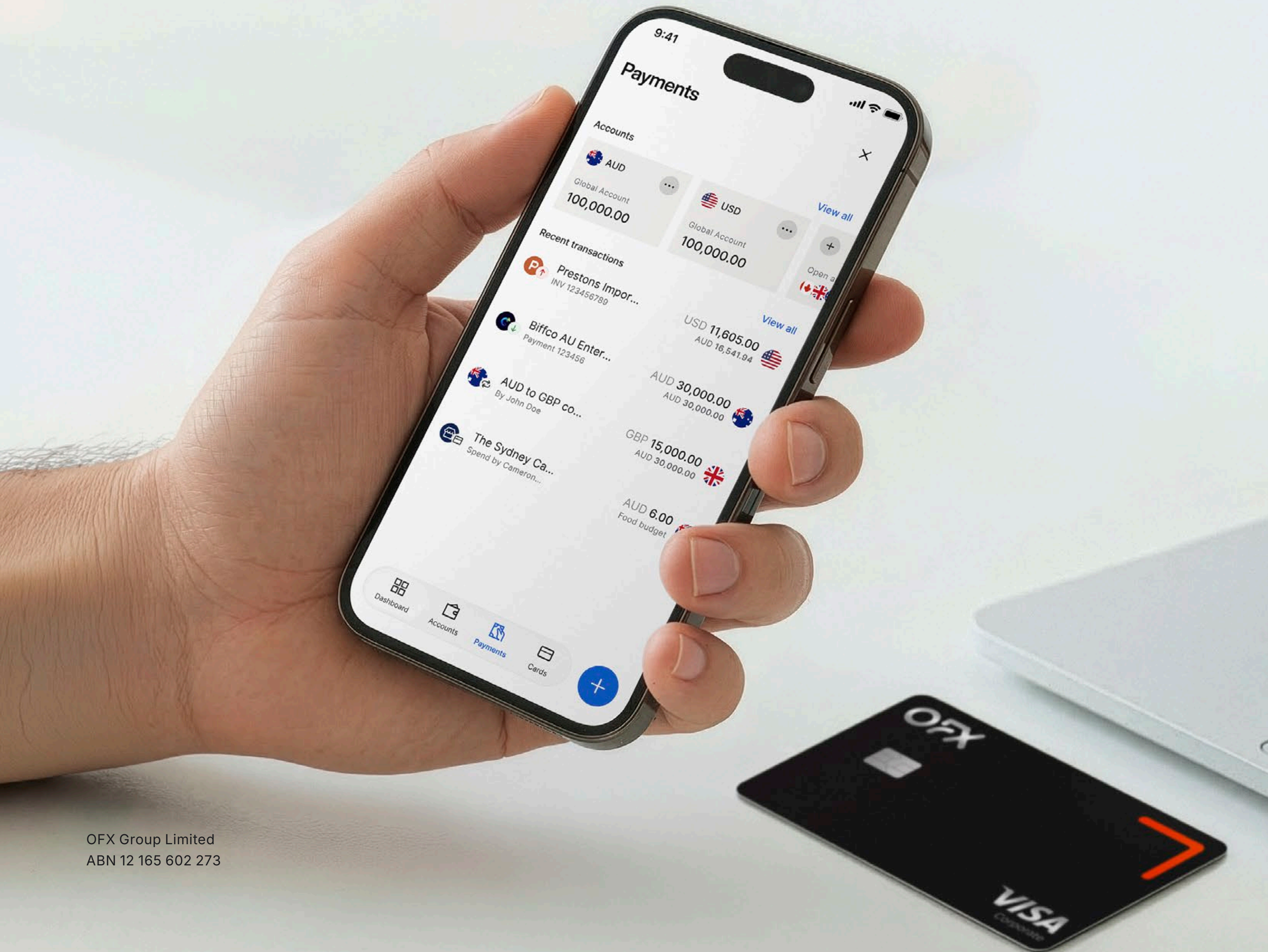
Notice of Meeting

2026



OFX Group Limited
ABN 12 165 602 273

Contents

Chair's letter

Dear Fellow Shareholders

I am writing to invite you, as a shareholder in OFX Group Limited (**OFX**), to attend our Annual General Meeting (**AGM**) to be held on Wednesday 5 August 2026 at 2:00pm (AEST).

Hybrid meeting

The AGM will be a hybrid meeting. Directors will attend in person at the OFX office and shareholders are invited to attend and participate in the AGM either:

- **In person** at the OFX office at Level 20, 60 Margaret Street, Sydney; or
- **Online** via a webinar by registering at www.ofx.com/en-au/investors/agm.

Notice of Meeting

The Notice of Meeting details the items of business to be considered at the AGM, important participation and voting information and the Explanatory Memorandum. Further details on how to register and participate online (including how to vote and ask questions) in the AGM are set out in the OFX Online AGM Guide. The Notice of Meeting and Online AGM Guide are available at www.ofx.com/en-au/investors/agm.

Annual Report

I encourage you to review OFX's Annual Report for the financial year ended 31 March 2026 which is available at www.ofx.com/en-au/investors/reports-presentations.

Voting

You will be able to vote online during the meeting or in person using a voting card.

If you are unable to attend the AGM, I encourage you to lodge your vote in advance using the Voting/Proxy Form or online at the MUFG Investor Centre au.investorcentre.mpms.mufg.com. Alternatively, you can appoint a proxy to vote on your behalf. To be valid, votes in advance of the meeting and proxy appointments must be received by **2:00pm (AEST) on Monday 3 August 2026**.

Questions

You will have the opportunity to ask the Board and OFX's External Auditor questions during the AGM, online and in person.

I encourage you to submit questions on any shareholder matters that may be relevant to the AGM in advance using the Question Form or online at the MUFG Investor Centre by **5:00pm (AEST) on Wednesday 29 July 2026**.

I look forward to the opportunity to engage with you at the AGM and thank you for your ongoing support of OFX.

Yours sincerely

Patricia Cross AM
Chair

If you receive investor documents, the annual report or payment advice in physical copy – consider updating your preference to receive them in electronic format by visiting the MUFG Investor Centre au.investorcentre.mpms.mufg.com or calling 1300 554 474.

Notice of Meeting

The Annual General Meeting (**AGM**) of OFX Group Limited (**Company**) will be held:

Date: Wednesday 5 August 2026

Time: 2:00pm (AEST)

Place: Level 20, 60 Margaret Street, Sydney NSW 2000

All shareholders are invited to attend the AGM in person, or virtually via an online webinar by registering at www.ofx.com/en-au/investors/agm.

If shareholders are unable to attend, they may use the Voting/Proxy Form to lodge a direct vote in advance of the AGM or appoint a proxy.

A representative of a corporate shareholder or proxy will only be entitled to attend and/or vote at the AGM (either virtually or in person) if they have provided evidence to the Company of an effective corporate representative appointment prior to the AGM's commencement.

Items of Business

Item 1. Financial statements and Reports of the Directors and Auditors

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report for the Company for the financial year ended 31 March 2026. There is no vote on this item.

Item 2. Re-election of Robert Bazzani

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

> "That Robert Bazzani, who retires in accordance with Article 47(b) of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."

Details of Mr Bazzani's qualifications and experience and the recommendation of the Board in relation to their election are set out in the Explanatory Memorandum.

Item 3. Remuneration Report

To consider and, if thought fit, pass the following non-binding resolution as an ordinary resolution:

> "That the OFX Group Limited Remuneration Report for the financial year ended 31 March 2026 be adopted."

In accordance with section 250R(3) of the *Corporations Act 2001* (Cth), the vote on this resolution is advisory only and does not bind the Directors or the Company.

This resolution is subject to voting exclusions as set out in the Voting Exclusion Statement of this Notice of Meeting.

Item 4. Issue of performance rights to Mr John Alexander ('Skander') Malcolm under the OFX Group Limited Global Equity Plan in respect of FY26 Short-Term Incentives

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for:

a) the issue to Mr John Alexander Malcolm, Managing Director and Chief Executive Officer, of 81,369 performance rights under the OFX Group Limited Global Equity Plan in respect of his FY26 Short-Term Incentives on the terms described in the Explanatory Memorandum that forms part of the Notice of Meeting; and

b) the transfer or allocation of securities to Mr Malcolm upon vesting of the performance rights."

This resolution is subject to voting exclusions as set out in the Voting Exclusion Statement of this Notice of Meeting.

Item 5. Issue of performance rights to Mr John Alexander ('Skander') Malcolm under the OFX Group Limited Global Equity Plan in respect of FY27 Long-Term Incentives

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for:

a) the issue to Mr John Alexander Malcolm, Managing Director and Chief Executive Officer, of 2,454,425 performance rights under the OFX Group Limited Global Equity Plan in respect of FY27 Long-Term Incentives on the terms described in the Explanatory Memorandum that forms part of the Notice of Meeting; and

b) the transfer or allocation of securities to Mr Malcolm upon vesting of the performance rights."

This resolution is subject to voting exclusions as set out in the Voting Exclusion Statement of this Notice of Meeting.

Item 6. Spill resolution – conditional resolution

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, subject to and conditional on at least 25% of the votes validly cast on Item 3 being cast against the adoption of the Company's Remuneration Report for the year ended 31 March 2026, and for the purposes of sections 250U and 250V of the Corporations Act 2001 (Cth) and for all other purposes:

a) an extraordinary general meeting of the Company (**Spill Meeting**) be held within 90 days of the passing of this resolution;

b) all of the directors who were in office when the Director's Report for the financial year ended 31 March 2026 was considered (other than the Managing Director and Chief Executive Officer), and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and

c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.

This is a conditional resolution and will only be put to the 2026 AGM if at least 25% of the votes validly cast on the resolution proposed in Item 3 are against that resolution.

This resolution is subject to voting exclusions as set out in the Voting Exclusion Statement of this Notice of Meeting.

Voting Exclusion Statement

Item 3. Remuneration Report

A vote on the resolution relating to Item 3 must not be cast (in any capacity) by or on behalf of:

- any member of the key management personnel whose remuneration details are included in the Remuneration Report for the year ended 31 March 2026 (**KMP**); or
- any associate of a KMP (including close family members and companies the KMP controls),

(each a **Restricted Person**).

The Company will disregard any votes cast in favour of the resolution relating to Item 3 in any capacity by or on behalf of a Restricted Person.

However, the Company need not disregard a vote cast by a Restricted Person as a proxy if the vote is not cast on behalf of a Restricted Person and the vote is cast:

- by a Restricted Person as proxy for a person who is entitled to vote, in accordance with their directions on a proxy form that specifies the way the proxy is to vote on the resolution (e.g. for, against, abstain);
- by the Chair of the meeting as proxy for a person who is entitled to vote, in accordance with their directions on a proxy form that either:
  - does not specify the way the proxy is to vote on the resolution; or
  - expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the resolution; and
  - the holder votes on the resolution in accordance with the directions given to the holder to vote in that way.

'Key management personnel' and 'associate' each have the meaning given to that term in the *Corporations Act 2001* (Cth).

Item 4. Issue of performance rights to Mr John Alexander ('Skander') Malcolm under the OFX Group Limited Global Equity Plan in respect of FY26 Short-Term Incentives

In accordance with ASX Listing Rule 14.11, a vote on the resolution relating to Item 4 must not be cast by or on behalf of any Director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought or by or on behalf of any associate of such Director.

Mr John Alexander ('Skander') Malcolm is the only Director eligible to participate in the Global Equity Plan, including the Short-Term Incentive Plan. The Company will disregard any votes cast in favour of the resolutions relating to Item 4 by or on behalf of:

- Mr John Alexander ('Skander') Malcolm; or
- an associate of Mr John Alexander ('Skander') Malcolm.

However, the Company need not disregard a vote if it is cast:

- by a person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form that specify the way the proxy is to vote on the resolution (e.g. for, against, abstain);
- by the Chair of the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with the directions given to the holder to vote in that way.

Item 5. Issue of performance rights to Mr John Alexander (‘Skander’) Malcolm under the OFX Group Limited Global Equity Plan in respect of FY27 Long-Term Incentives

In accordance with ASX Listing Rule 14.11, a vote on the resolution relating to Item 5 must not be cast by or on behalf of any Director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought or by or on behalf of any associate of such Director.

Mr John Alexander (‘Skander’) Malcolm is the only Director eligible to participate in the Global Equity Plan, including the Long-Term Incentive Plan. The Company will disregard any votes cast in favour of the resolutions relating to Item 5 by or on behalf of:

- Mr John Alexander (‘Skander’) Malcolm; or
- an associate of Mr John Alexander (‘Skander’) Malcolm.

However, the Company need not disregard a vote if it is cast:

- by a person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form that specify the way the proxy is to vote on the resolution (e.g. for, against, abstain);
- by the Chair of the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with the directions given to the holder to vote in that way.

Voting Exclusion Statement

Item 6. Spill resolution – conditional resolution

A vote on the resolution relating to Item 6 must not be cast (in any capacity) by or on behalf of:

- any member of the key management personnel whose remuneration details are included in the Remuneration Report for the year ended 31 March 2026 (**KMP**); or
- any associate of a Restricted KMP (including close family members and companies the KMP controls),

(each a **Restricted Person**).

The Company will disregard any votes cast in favour of the resolution relating to Item 6 in any capacity by or on behalf of a Restricted Person.

However, the Company need not disregard a vote cast by a Restricted Person as a proxy if the vote is not cast on behalf of a Restricted Person and the vote is cast:

- by a Restricted Person as proxy for a person who is entitled to vote, in accordance with their directions on a proxy form that specifies the way the proxy is to vote on the resolution (e.g. for, against, abstain);
- by the Chair of the meeting as proxy for a person who is entitled to vote, in accordance with their directions on a proxy form that either:
  - does not specify the way the proxy is to vote on the resolution; or
  - expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the resolution; and
  - the holder votes on the resolution in accordance with the directions given to the holder to vote in that way.

'Key management personnel' and 'associate' each have the meaning given to that term in the *Corporations Act 2001* (Cth).

Restrictions on KMP voting undirected proxies

In accordance with section 250BD of the Corporations Act 2001 (Cth), a person appointed as proxy must not vote on the basis of that appointment on resolutions 3 to 6 if:

- the proxy is either a KMP, or a closely related party of a KMP; and
- the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair of the meeting; and
- the appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Notes

Discussion and shareholder questions

Discussion will take place on all items of business to be considered at the AGM. All shareholders will have a reasonable opportunity to ask questions during the AGM, including via the online webinar. This will include an opportunity to ask questions of the Company's External Auditor, KPMG. To ensure that as many shareholders as possible have the opportunity to speak, shareholders are requested to observe the following:

- all shareholder questions should be stated clearly and should be relevant to the business of the AGM, including matters arising from the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report, and general questions about the performance, business or management of the Company;
- if a shareholder has more than one question on an item of business, all questions should be asked together; and
- shareholders should not ask questions at the AGM relating to any matters that are personal to the shareholder or commercial in confidence.

Shareholders who prefer to register questions in advance of the AGM may do so either online at the MUFG Investor Centre or using the Question Form.

Written questions must be received by MUFG Corporate Markets (AU) Limited by 5:00pm (AEST) on Wednesday 29 July 2026, and can be submitted in accordance with the details set out below.

Webinar

Shareholders and proxyholders can participate in the AGM via an online webinar by registering online at www.ofx.com/en-au/investors/agm.

To participate you will need a desktop or mobile/tablet device with internet access and you will need to register for the webinar before the AGM commences. When you register for the webinar, you will need to provide your details (including Security Holder Reference Number (**SRN**), Holder Identification Number (**HIN**) or proxy code to be verified as a shareholder or proxyholder). Following this you will be emailed an invitation with your own unique link to join the AGM webinar.

More information about how to register and participate in the AGM online (including how to ask questions and vote online during the AGM) is available in the Online Guide, which is available at www.ofx.com/en-au/investors/agm.

If you intend to join the webinar, including if you intend to vote online during the AGM, we recommend that you test to see that the online webinar works on your device before the AGM commencement at 2:00pm on 5 August 2026.

In addition to the above, shareholders can also watch an archived recording of the webinar after the meeting at www.ofx.com/en-au/investors/reports-presentations.

Voting information

Entitlement to vote

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that for the purpose of the AGM (including voting at the AGM), 'shareholders' are those persons who are the registered holders of Company shares at 7:00pm (AEST) on Monday 3 August 2026. Share transfers registered after that time will be disregarded in determining entitlements to vote at the AGM.

Shareholders may vote on all items of business, subject to the voting restrictions described in this Notice of Meeting.

Voting by poll

Each resolution considered at the AGM will be conducted by a poll. The Directors consider voting by poll to be in the interests of the shareholders as a whole and ensures the views of as many shareholders as possible are represented at the AGM.

Notes

Direct voting

In accordance with clause 37(b) of the Company's Constitution, the Directors:

- have determined that at the AGM, a shareholder who is entitled to vote on a resolution at the AGM is entitled to a direct vote in respect of that resolution; and
- have approved the use of either:
  - the direct Voting/Proxy Form enclosed with this Notice of Meeting or in the MUFG Investor Centre for direct voting prior to the AGM; or
  - shareholders or proxyholders can deliver their direct vote in real time during the AGM by voting via the online webinar or submission of a voting card at the meeting.

Direct voting prior to the AGM

If a shareholder is unable to participate in the AGM, they are entitled to vote their shares directly by marking section A 'Vote Directly' on the Voting/ Proxy Form that accompanies this Notice of Meeting or in the MUFG Investor Centre. They will not need to appoint a proxy to act on their behalf.

The shareholder should mark either the 'for' or 'against' boxes next to each item on the Voting/ Proxy Form. The 'abstain' box should not be marked – if a shareholder does mark the abstain box, then the vote for that item will be invalid.

If a shareholder does not give a direction on all of the items, or if they complete both section A 'Vote Directly' and section B 'Appoint a Proxy', their vote will be passed to the Chair of the AGM as their proxy.

In accordance with clause 37(b) of the Company's Constitution, the Directors have resolved that shareholders will be able to vote directly prior to the AGM on resolutions to be considered at the AGM at any time between the date of this Notice of Meeting and 2:00pm (AEST) on Monday 3 August 2026.

Direct voting during the AGM

Online

Shareholders who provided their SRN/HIN when registering for the webinar will be able to vote directly in the online webinar at any time between the start of the AGM at 2:00pm (AEST) and the closure of voting as announced by the Chair during the AGM on Wednesday 5 August 2026.

In person

Those shareholders who choose to attend the meeting in person will be able to submit their voting cards.

Appointing a Proxy

Shareholders who are unable to attend the AGM and do not choose to vote prior to the AGM are entitled to appoint a proxy to attend the AGM on their behalf, and to vote in accordance with their instructions on the Voting/Proxy Form.

To appoint a proxy, mark section B 'Appoint a Proxy' on the Voting/Proxy Form to appoint the Chair as proxy or insert the name of an alternate proxy in the space provided.

A proxy need not be a shareholder of the Company and may be an individual or a body corporate. If a body corporate is appointed as proxy, it must appoint an individual as its corporate representative in accordance with section 250D of the *Corporations Act 2001* (Cth) to exercise its power as proxy at the AGM. Evidence of this appointment must be provided to the Company prior to the commencement of the AGM.

Subject to the voting exclusions set out above, if no voting instructions are given, the proxy may vote as they see fit.

The Chair intends to vote all available and undirected proxies:

- in favour of Items 2, 3, 4 and 5; and
- **against** Item 6 if it is put to the meeting.
- If a shareholder appoints a KMP (which includes each of the Directors) as proxy, the KMP will not be able to cast the shareholder's votes on Items 3, 4, 5 and 6 unless the shareholder

directs the KMP how to vote or the Chair is the shareholder's proxy. If a shareholder appoints the Chair as their proxy, or the Chair is appointed as the shareholder's proxy by default, and the shareholder does not mark a voting box for Items 3, 4, 5 and 6, then by signing and returning the Voting/Proxy Form the shareholder will be expressly authorising the Chair to exercise the proxy in respect of the relevant item even though the item is connected directly or indirectly with the remuneration of KMP.

If you are a shareholder entitled to cast two or more votes, you may appoint up to two proxies and specify the proportion of voting rights or the number of votes each proxy is appointed to exercise. If a shareholder appoints two proxies but does not specify the proportion of the number of votes each proxy may exercise, each proxy may exercise half of that shareholder's votes.

How to appoint a proxy

For an appointment of a proxy to be effective, the Voting/Proxy Form with section B 'Appoint a Proxy' marked to indicate your appointment of a proxy and, if applicable, the power of attorney or other authority under which the Voting/Proxy Form is signed (or a certified copy of the power or other authority) must be received at the share registry of the Company no later than 2:00pm (AEST) on Monday 3 August 2026 (48 hours before AGM).

If your Voting/Proxy Form is signed by an attorney, or in the case of a Voting/Proxy Form submitted electronically, authenticated by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Share Registrar.

Appointing a corporate representative

A body corporate that is a shareholder, or that has been appointed as a proxy, must appoint an individual to act as its representative at the AGM. The appointment must comply with the requirements of section 250D of the *Corporations Act 2001* (Cth).

The representative should register on behalf of a body corporate and must provide evidence of their appointment to the share registry of the Company prior to the commencement of the AGM.

If the appointment of a corporate representative is signed by an attorney, or in the case of an appointment submitted electronically, authenticated by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Share Registrar.

Important note

A representative will not be permitted to ask questions or to vote at the AGM if evidence of their appointment as a corporate representative has not been provided prior to the AGM.

How to submit a Voting/Proxy or evidence of appointment of corporate representative

Voting/Proxy Forms (and, if applicable, a power of attorney or other authority) and evidence of appointment of a corporate representative may be lodged by one of the following methods:

Online

If you wish to submit your appointment of proxy and voting instructions or your appointment of a corporate representative electronically, visit the MUFG Investor Centre at au.investorcentre.mpms.mufg.com.

You will need your SRN or HIN which is shown on the Proxy Form.

In person

MUFG Corporate Markets (AU) Limited
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

If attending in person, bring these documents with you to the AGM.

Mail

OFX Group Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

The Company reserves the right to declare invalid any direct vote, proxy appointment or appointment of corporate representative not received in this manner.

Explanatory Memorandum

This Explanatory Memorandum forms part of the Notice of Meeting and is intended to provide shareholders of the Company with information to assess the merits of the proposed resolutions.

The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Item 1. Financial Statements and Reports of the Directors and Auditors

In accordance with the *Corporations Act 2001* (Cth), the Financial Report, Directors' Report and Auditor's Report for the financial year ended 31 March 2026 (together **the Reports**) will be put before the Annual General Meeting (**AGM**).

These Reports are in the Company's 2026 Annual Report and can be accessed on the Company's website at www.ofx.com/en-au/investors/reports-presentations.

This item does not require a formal resolution and accordingly, no vote will be held on this item.

Following consideration of the Reports, the Chair will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chair will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent External Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The Chair will also give the Auditor a reasonable opportunity to answer questions submitted by shareholders prior to the AGM that are relevant to the content of the Independent External Auditor's Report or the conduct of the audit.

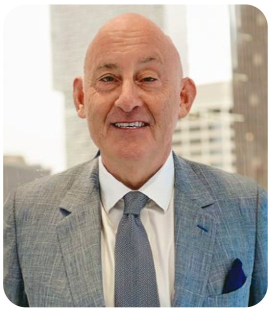
The questions must be submitted in accordance with the directions in the Shareholder Question Form by 5:00pm (AEST) on Wednesday 29 July 2026.

A list of relevant written questions submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the AGM.

Printed copies of the Annual Report have only been mailed to those shareholders who have elected to receive a printed copy.

We encourage all shareholders to reconsider the receipt of printed materials and encourage you to change your election to receive these electronically. Please update your preference regarding communications at au.investorcentre.mpms.mufg.com.

Item 2. Re-election of Robert Bazzani



Mr Robert Bazzani was appointed as a Director of the Company on 1 February 2024 and was last re-elected as a Director of the Company at the Company's 2024 AGM. Mr Bazzani will retire under Article 47(b) of the Company's Constitution and, being eligible under Article 47(c) of the Company's Constitution, offers himself for re-election as a Director of the Company.

In accordance with Article 47(b) of the Company's Constitution, if no Director would otherwise be required to retire pursuant to Article 47(a) but the ASX Listing Rules require that an election of Directors be held, the Director to retire at the AGM is the Director who has held office the longest period of time since their last election or appointment. Where two or more Directors have held office for the same period of time, the Director is determined by agreement of those Directors or by lot.

In accordance with ASX Listing Rule 14.5, an entity which has directors must hold an election of directors at each AGM.

Robert Bazzani

BSc, LLB, MBA

Chair of the Audit, Risk and Compliance Committee; Member of the Nomination Committee

Mr Bazzani is an experienced non-executive director and business leader, with over 30 years' experience in law, corporate finance and corporate advisory. Mr Bazzani's prior professional experience includes commercial law, investment banking and in professional services with global consulting firm KPMG in multiple senior roles.

Current directorships:	Chair: Mach7 Technologies Limited (from 2020) Chair: Natrio Asia Pacific Pty Ltd (from 2020) Chair: ORDE Financial Holdings Pty Limited (from 2021) Mr Bazzani is also Chair of NALSPA (National Automotive Leasing & Salary Packaging Association).
Previous directorships (last 3 years):	Director: Keypath Education International Inc (2001-2024)
Interest in shares:	84,285 ordinary shares

Board recommendation

The Board (other than Mr Bazzani) has determined (after reference to, amongst other things, the Company's Board Skills Matrix and the current and future needs of the Company) that Mr Bazzani has the skills, attributes and experience required by the Company for it to effectively execute its strategy.

The Board has determined that Mr Bazzani, if re-elected, will be an Independent Non-Executive Director.

The Board (with Mr Bazzani abstaining) unanimously recommends that shareholders vote in favour of the re-election of Mr Bazzani as a Director.

The Chair of the AGM intends to vote all available and undirected proxies in favour of this resolution.

Explanatory Memorandum

Item 3. Remuneration Report

In accordance with section 250R(2) of the *Corporations Act 2001* (Cth), the Board is presenting the Company's Remuneration Report to shareholders for consideration and adoption by a non-binding vote.

The Remuneration Report was published on 19 May 2026 in the Company's 2026 Annual Report and has also been available on the Company's website since that date, www.ofx.com/en-au/investors/reports-presentations.

Although this resolution is advisory only and does not bind the Board or the Company, shareholders should note the Company received a 'first strike' against its 2025 Remuneration Report, with 39.95% votes cast against its adoption. Under the 'two strikes' rule, if 25% or more of the votes cast on this item are 'against' adopting the Company's 2026 Remuneration Report, an additional resolution (Item 6) will be put to the AGM for a 'spill' of the Board at a subsequent general meeting. The operation and consequences of a 'spill' resolution are set out on pages 21 to 22.

The Board acknowledges the 2025 outcome and the feedback from shareholders regarding aspects of the Company's remuneration framework and its application. Following the 2025 AGM, the Board, through the People, Culture and Remuneration Committee, actively engaged with shareholders and other stakeholders to better understand their perspectives and expectations. This engagement informed a targeted review of the Company's remuneration programs, metrics and disclosure.

The Board has taken steps to address these concerns and strengthen the alignment between executive remuneration and shareholder outcomes. Full details on the changes and the Board's response to shareholder feedback are provided in the Remuneration Report on pages 52 to 77 of the 2026 Annual Report.

The Remuneration Report also:

- explains the Board's policies in relation to the objectives and structure of the Company's remuneration schemes;
- discusses the relationship between the remuneration outcomes and the returns to shareholders;
- provides details of performance conditions, why they were chosen and how performance is measured against them;
- describes the governance framework of the Company's remuneration arrangements; and
- sets out the remuneration arrangements for each of the Key Management Personnel (**KMP**).

The Board will take the outcome of the vote into account when considering future remuneration for KMP.

A voting exclusion applies to this resolution, as set out in the Notice of Meeting.

In the interests of corporate governance, the Directors abstain from making a recommendation in relation to this resolution.

The Chair of the AGM intends to vote all available and undirected proxies in favour of this resolution.

Item 4. Issue of performance rights to Mr John Alexander ('Skander') Malcolm under the OFX Group Limited Global Equity Plan in respect of FY26 Short-Term Incentives

The Company is seeking approval under ASX Listing Rule 10.14 for the grant of performance rights to Mr Malcolm pursuant to Mr Malcolm's achievement under the Company's Short-Term Incentive (STI) Plan for the 2026 financial year. These performance rights will be issued under the Global Equity Plan.

Why approval is required

ASX Listing Rule 10.14 requires a listed entity to obtain shareholder approval for the acquisition of securities under an employee incentive scheme by specified persons, including a Director of the Company.

If shareholder approval is obtained under Listing Rule 10.14, 81,369 performance rights (i.e. the maximum amount that could vest) may be issued to Mr Malcolm under the Global Equity Plan. Approval of this resolution will also result in the grant of these performance rights falling within exception 14 in ASX Listing Rule 7.2. If approval is given, these performance rights will not count towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1.

This proposal for the grant of performance rights is consistent with the Company's remuneration framework and Mr Malcolm's remuneration structure since his appointment as Managing Director and Chief Executive Officer and as previously disclosed to shareholders.

If shareholder approval is not provided, the Directors will exercise their discretion pursuant to the terms of the Global Equity Plan which, subject to the vesting conditions described below, may include the Company acquiring shares on-market to be transferred to Mr Malcolm at the end of the one and two year vesting periods (as permitted by the Exception to Listing Rule 10.14 in Listing Rule 10.16(a)) and/or the payment of cash.

Current remuneration framework

Mr Malcolm is a Director of the Company and, therefore, any acquisition by Mr Malcolm of securities under an employee incentive scheme is covered by Listing Rule 10.14.1.

Mr Malcolm's remuneration consists of:

- Fixed remuneration for FY26: $794,271 inclusive of statutory superannuation;
- Short-Term Incentives: Target is 115% of total fixed remuneration – 50% of which is cash and 50% of which is deferred remuneration. The deferred remuneration is delivered in performance rights 50% of which vest after 1 year and 50% of which vest after 2 years. For FY26 short-term incentives, Mr Malcolm will be granted 81,369 performance rights. The grant of these performance rights was subject to achievement of performance conditions by both the Company and Mr Malcolm personally. The performance rights to be granted to Mr Malcolm for FY26 short-term incentives, including the key terms and issue price of these performance rights are described under the heading 'Proposed FY26 STI grant to Mr Malcolm' on page 16; and
- Long-Term Incentives: Target is 115% of total fixed remuneration all of which is deferred remuneration and delivered in performance rights which vest after 3 years subject to achieving performance metrics. For FY27 long-term incentives, Mr Malcolm will be granted 2,454,425 performance rights. The performance rights to be granted to Mr Malcolm for FY27 long-term incentives, including the key terms and issue price of these performance rights are described in Item 5 below, under the heading 'Proposed FY27 LTI Grant to Mr Malcolm' on pages 18 to 20.

FY26 STI grant

The Company's STI plan for FY26 was the same as for FY25. From FY19 the STI Plan features a Company multiplication factor, driven by Company performance metrics to be reviewed and reset annually with Threshold / Target / Stretch levels for each metric (Company Performance Metrics).

FY26 Company Performance Metrics were set at:

- Underlying NOI (30%);
- Underlying EBT (30%);
- Strategic Investments (20%); and
- ESG (20%).

All employees, including Mr Malcolm, also have individual performance measures to be equally weighted.

For certain employees, including Mr Malcolm, there is a component of the total STI award that is deferred. The purpose of the STI deferral and grant of performance rights is to drive further

Explanatory Memorandum

alignment between employee and shareholder interests, and to provide a clear focus on long-term sustainable growth.

Deferred STI is granted in the form of performance rights issued under the Global Equity Plan.

Proposed FY26 STI Grant to Mr Malcolm

For the 2026 financial year Mr Malcolm's STI target was 115% of his TFR and his STI achievement, as assessed by the Board was 10%. This was calculated based on a 10% funding from the Company Performance Metrics and an individual performance of "Meets Expectations" measured against his individual KPIs.

Mr Malcolm's STI payment is settled 50% cash and the remaining 50%, subject to shareholder approval, deferred equity intended to be delivered in performance rights with 50% vesting one year after issue and the other 50% vesting two years after issue.

Mr Malcolm's STI equity grant for FY26 is $45,671 equating to a maximum of 81,369 performance rights, each with a value of $0.56128 determined by the Company using the method described under 'Issue Price' in the table below.

The Board retains discretion to determine the form of delivery of Mr Malcolm's deferred STI, including to satisfy all or part of the award in cash rather than by the grant or vesting of performance rights.

Details of the STI equity grant for FY26:

Issue price	The performance rights will be issued using the volume weighted average price of the ordinary shares of the Company during the ten trading days from 19 May 2026 to 1 June 2026, being $0.56128[1].
Value	The value the Company attributes to each performance right is $0.56128 being the issue price.
Consideration	The performance rights will be issued for nil consideration. There is no loan re-payable by Mr Malcolm in respect of these performance rights.
Date of issue	If shareholder approval is obtained, the performance rights are expected to be issued to Mr Malcolm no later than 12 months after the AGM. If approved, performance rights will be issued using an effective grant date of 5 August 2026.
Vesting	The performance rights will vest for nil consideration on 15 June 2027 and 15 June 2028, at which time one performance right will convert to one fully paid ordinary share. In accordance with the terms of the Global Equity Plan, the performance rights will not confer any legal or equitable interest in shares represented by the performance rights until the vesting date. The Board may determine that a vested performance right will be satisfied by the Company making a cash payment to Mr Malcolm in lieu of allocating shares.
Trading restrictions	The shares granted to Mr Malcolm upon vesting of the performance rights will not be subject to a holding lock.
Dividends	Mr Malcolm has no right to receive dividends or distributions in respect of un-vested performance rights.
Adjusted events	The Board has discretion to determine that the performance rights will lapse or be deemed forfeited, the vesting conditions or vesting dates are varied, or that Mr Malcolm will be required to transfer shares acquired upon vesting in the circumstances set out in the 'Other considerations' section below.
Additional information	Details of the shares issued to Mr Malcolm under the STI Plan will be published in the Company's annual report for FY26, along with a statement that approval for the issue of those shares was obtained under ASX Listing Rule 10.14. Mr Malcolm is the only Director currently entitled to participate in the STI Plan. If any additional person(s) covered by ASX Listing Rule 10.14 who are not named in the Notice of Meeting become entitled to participate in the STI Plan after this resolution is approved at the AGM, and who were not named in the Notice of Meeting, they will not participate until shareholder approval is obtained under that rule.

1 VWAP is rounded to 5 decimal places.

Issues of securities under the OFX Group Limited Global Equity Plan

Since the Global Equity Plan was re-approved by shareholders at the 2025 AGM a total of 153,129 performance rights have been issued to Mr Malcolm under the Global Equity Plan pursuant to the STI Plan for nil consideration.

In addition, Mr Malcolm was issued 1,736,221 performance rights under the Global Equity Plan for nil consideration in respect of LTI in accordance with the approvals granted at the 2025, 2024 and 2023 AGMs.

It is also proposed that Mr Malcolm will be issued 2,454,425 performance rights under the Global Equity Plan in respect of FY27 LTI on the terms set out in Item 5 below.

No other securities have been issued to Directors or their associates under the Global Equity Plan since it was approved at the 2025 AGM.

The Company's Non-Executive Directors receive fixed fees and are not eligible to participate in any incentive scheme. As Managing Director and Chief Executive Officer, Mr Malcolm is the only Director entitled to participate in the Global Equity Plan.

Other considerations

The Board's view is that this award is appropriate to reflect the Company's performance in FY26 under Mr Malcolm's guidance. The grant of performance rights will encourage a focus on the future success of the business and is aligned with the long-term interests of shareholders.

Performance rights do not provide Mr Malcolm with the full benefit of share ownership (such as dividend and voting rights) unless the performance rights vest.

If Mr Malcolm ceases to be an employee all vested and unvested performance rights will be retained by him unless the Board exercises its discretion to determine that those performance rights will lapse or be forfeited.

Where in the opinion of the Board, Mr Malcolm acts fraudulently or dishonestly, or is in material breach of his obligations to the Company and/or its subsidiaries, any unvested plan interests, vested but unexercised options or rights and/or any restricted shares will lapse or are deemed forfeited (as applicable) immediately, unless the Board determines otherwise.

The Board has discretion to determine that one or more of the following will apply with respect to Mr Malcolm's grant:

- some or all of the performance rights will lapse or deemed forfeited;
- the vesting conditions will be varied;
- the vesting date will be varied;
- the performance period will be varied; or
- Mr Malcolm will be required to transfer some or all of the shares acquired by him (or some or all of the cash if the performance rights are settled in cash) upon vesting of the performance rights for no consideration, or pay an amount equal to the market value of those shares on the date of acquisition or disposal,

as the Board deems necessary to:

- protect the financial soundness of the Company;
- respond to material examples of his misconduct, risk events or failure to take accountability;
- reflect financial or non-financial risk-taking behaviour or non-compliance with legislation or the Company's Risk Management Framework; or
- respond to significant unexpected or unintended consequences that were not foreseen on the date of the grant or any vesting date.

If there is a control event, the Board may in its discretion convert all or any of the rights to shares or permit the exercise of some or all rights or options, whether or not vesting conditions have been satisfied. Further, the Board may remove any disposal restrictions, whether or not all requirements have been satisfied.

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Board recommendation

The Board (other than Mr Malcolm) considers that the proposed issue of performance rights under the Global Equity Plan to Mr Malcolm in respect of FY26 STI is appropriate and is in the best interests of the Company and its shareholders, as the issue of performance rights strengthens the alignment of Mr Malcolm's interests with shareholders, and the performance rights provide a strong link between the reward for Mr Malcolm's performance and Company performance.

Mr Malcolm makes no recommendation on how to vote on Item 4 in light of his direct interest in Item 4.

A voting exclusion applies to this resolution and is set out in the Notice of Meeting.

The Board (Mr Malcolm abstaining) recommends that shareholders vote in favour of this resolution.

The Chair of the AGM intends to vote all available and undirected proxies in favour of this resolution.

Item 5. Issue of performance rights to Mr John Alexander ('Skander') Malcolm under the OFX Group Limited Global Equity Plan in respect of FY27 Long-Term Incentives

The Company is seeking shareholder approval under ASX Listing Rule 10.14 for the proposed issue of performance rights to Mr Malcolm under the Global Equity Plan in respect of Mr Malcolm's FY27 Long-Term Incentive (**LTI**).

Why approval is required

ASX Listing Rule 10.14 requires a listed entity to obtain shareholder approval for the acquisition of securities under an employee incentive scheme by specified persons, including a Director of the Company.

If shareholder approval is obtained under Listing Rule 10.14, up to 2,454,425 performance rights (i.e. the maximum amount that could vest) may be issued to Mr Malcolm under the Global Equity Plan. Approval of this resolution will also result in the grant of these performance rights falling within exception 14 in ASX Listing Rule 7.2.
If approval is given, these performance rights will not count towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1.

If shareholder approval is not provided, the Directors may exercise their discretion pursuant to the terms of the Global Equity Plan which, subject to the vesting conditions described below, may include the Company acquiring shares on-market to be transferred to Mr Malcolm at the end of the three year vesting period (as permitted by the Exception to Listing Rule 10.14 in Listing Rule 10.16(a)) and/or the payment of cash.

Current remuneration framework

Mr Malcolm is a Director of the Company and, therefore, any acquisition by Mr Malcolm of securities under an employee incentive scheme is covered by Listing Rule 10.14.1.

Mr Malcolm's current remuneration is described in Item 4 above under the heading 'Current Remuneration Framework'.

Proposed FY27 LTI grant to Mr Malcolm

FY27 LTI is intended to be granted in the form of performance rights issued under the Global Equity Plan.

For FY27, Mr Malcolm's LTI grant value is $918,413, equating to a maximum of 2,454,425 performance rights, each with a value of $0.56128 by the Company using the method described under 'Issue price' in the table below.

The Board retains discretion to determine the form of delivery of Mr Malcolm's deferred LTI, including to satisfy all or part of the award in cash rather than by the grant or vesting of performance rights.

Details of the LTI equity grant for FY27:

<table>
<tr><td>FY27 LTI grant value</td><td>$918,413 being 115% of Mr Malcolm’s Total Fixed Remuneration as at 1 June 2026 of $798,620.</td></tr>
<tr><td>Number of performance rights</td><td>Maximum of 2,454,425 performance rights determined by dividing the dollar value of Mr Malcolm’s LTI Grant value by the ‘Issue price’ and multiplying this number by 150% (being the stretch target for the performance rights).</td></tr>
<tr><td>Issue price</td><td>The performance rights will be issued using the fair market value of the performance rights calculated as the volume weighted average price of the ordinary shares of the Company during the ten trading days following 19 May 2026 (being the date on which the FY26 results were announced), being $0.56128[2].</td></tr>
<tr><td>Value</td><td>The value the Company attributes to each performance right is $0.56128 being the Issue Price.</td></tr>
<tr><td>Consideration</td><td>The performance rights will be issued for nil consideration. There is no loan re-payable by Mr Malcolm in respect of these performance rights.</td></tr>
<tr><td>Date of issue</td><td>If shareholder approval is obtained, the performance rights are expected to be issued to Mr Malcolm no later than 12 months after the AGM.
If approved, performance rights will be issued using an effective grant date of 5 August 2026.</td></tr>
<tr><td>Vesting</td><td>The performance rights will vest for nil consideration when the Board determines that the vesting conditions have been satisfied, at which time one performance right will convert to one fully paid ordinary share. This is expected to be on/around 15 June 2029. In accordance with the terms of the Global Equity Plan, the performance rights will not confer any legal or equitable interest in shares represented by the performance rights until the vesting date.
The Board may determine that a vested performance right will be satisfied by the Company making a cash payment to Mr Malcolm in lieu of allocating shares.</td></tr>
<tr><td>Vesting conditions</td><td>
<table>
<tr><th>Tranche</th><th>Threshold (25%)</th><th>Target (100%)</th><th>Stretch (150%)</th></tr>
<tr><td>Tranche A (EPS): 50% of FY27 LTI grant
Compound Annual Growth Rate (CAGR) of Normalised Earnings Per Share (Normalised EPS) over a performance period of three financial years commencing 1 April 2026.</td><td>15%</td><td>30%</td><td>45%</td></tr>
<tr><td>Tranche B (aTSR): 50% of FY27 LTI grant
CAGR of Absolute Total Shareholder Return (aTSR) over a performance period of three financial years commencing 1 April 2026.
In addition to the Tranche B vesting conditions, a ‘gateway’ condition applies to Tranche B wherein normalised earnings over the 3-year performance period must be accretive. Following the end of the 3-year performance period, if the normalised earnings ‘gateway’ condition is met, the vesting conditions for Tranche B can be assessed.</td><td>22%</td><td>31%</td><td>40%</td></tr>
<tr><td>Vesting schedule</td><td>17%</td><td>67%</td><td>100%</td></tr>
</table>
Continuous active employment until the vesting date. The Board being satisfied that no circumstance giving rise to a right to claw back has arisen.</td></tr>
</table>

2 VWAP is rounded to 5 decimal places.

Explanatory Memorandum

<table>
<tr><td>Vesting schedule</td><td>Each of Tranche A and Tranche B will vest in accordance with the following vesting schedule:
<table>
<tr><th>Performance measure</th><th>% of performance rights in the relevant tranche that vest</th></tr>
<tr><td>Below threshold</td><td>Nil</td></tr>
<tr><td>Threshold</td><td>17%</td></tr>
<tr><td>Between threshold and target</td><td>17% – 67% on a straight line sliding scale</td></tr>
<tr><td>Target</td><td>67%</td></tr>
<tr><td>Between target and stretch</td><td>67% - 100% on a straight line sliding scale</td></tr>
<tr><td>Stretch and above</td><td>100%</td></tr>
</table></td></tr>
<tr><td>Trading restrictions</td><td>The shares granted to Mr Malcolm upon vesting of the performance rights will not be subject to a holding lock.</td></tr>
<tr><td>Dividends</td><td>Mr Malcolm has no right to receive dividends or distributions in respect of un-vested performance rights.</td></tr>
<tr><td>Adjusted events</td><td>The Board has discretion to determine that the performance rights will lapse or be deemed forfeited, the vesting conditions or vesting dates are varied or that Mr Malcolm will be required to transfer shares acquired upon vesting in the circumstances set out in the 'Other considerations' section below.</td></tr>
<tr><td>Additional information</td><td>Details of the shares issued to Mr Malcolm under the FY27 LTI grant will be published in the Company's annual report for FY30, along with a statement that approval for the issue of those shares was obtained under ASX Listing Rule 10.14.
Mr Malcolm is the only Director currently entitled to participate in the LTI Plan. If any additional person(s) covered by ASX Listing Rule 10.14 who are not named in the Notice of Meeting become entitled to participate in the LTI Plan after this resolution is approved at the AGM, and who were not named in the Notice of Meeting, they will not participate until shareholder approval is obtained under that rule.</td></tr>
</table>

Issues of securities under the Global Equity Plan

Since the Global Equity Plan was approved by shareholders at the 2025 AGM, the only securities issued to Directors or their associates under the Global Equity Plan are the performance rights and ordinary shares described in Item 4 above. It is proposed that Mr Malcolm will also be issued 81,369 performance rights under the Global Equity Plan in respect of FY26 STI on the terms set out in Item 4 above.

No other securities have been issued to Directors or their associates under the Global Equity Plan.

The Company's Non-Executive Directors receive fixed fees and are not eligible to participate in any incentive scheme. As Managing Director and Chief Executive Officer, Mr Malcolm is the only Director entitled to participate in the Global Equity Plan.

Other considerations

The Directors (excluding Mr Malcolm) have considered whether it is appropriate to proceed with seeking approval and making the proposed FY27 LTI grant to Mr Malcolm pursuant to the Global Equity Plan.

The grant of performance rights will encourage a focus on the future success of the business and is aligned with the long-term interests of shareholders. Performance rights do not provide Mr Malcolm with the full benefit of share ownership (such as dividend and voting rights) unless the performance rights vest.

If Mr Malcolm ceases to be an employee all vested and unvested performance rights will be retained by him unless the Board exercises its discretion to determine that those performance rights will lapse or be forfeited.

Where in the opinion of the Board, Mr Malcolm acts fraudulently or dishonestly or is in material breach of his obligations to the Company and/or its subsidiaries, any unvested plan interests, vested but unexercised options or rights and/or any restricted shares will lapse or are deemed forfeited (as applicable) immediately, unless the Board determines otherwise.

The Board has discretion to determine that one or more of the following will apply with respect to Mr Malcolm's grant:

- some or all of the performance rights will lapse or deemed forfeited;
- the vesting conditions will be varied;
- the vesting date will be varied;
- the performance period will be varied; or
- Mr Malcolm will be required to transfer some or all of the shares acquired by him (or some or all of the cash if the performance rights are settled in cash) upon vesting of the performance rights for no consideration, or pay an amount equal to the market value of those shares on the date of acquisition or disposal,

as the Board deems necessary to:

- protect the financial soundness of the Company;
- respond to material examples of his misconduct, risk events or failure to take accountability;
- reflect financial or non-financial risk-taking behaviour or non-compliance with legislation or the Company's Risk Management Framework; or
- respond to significant unexpected or unintended consequences that were not foreseen on the date of the grant or any vesting date.

If there is a control event, the Board may in its discretion convert all or any of the rights to shares or permit the exercise of some or all rights or options, whether or not vesting conditions have been satisfied. Further, the Board may remove any disposal restrictions, whether or not all requirements have been satisfied.

Board recommendation

The Board (other than Mr Malcolm) considers that the proposed issue of performance rights under the Global Equity Plan to Mr Malcolm in respect of FY27 LTI grant is appropriate and is in the best interests of the Company and its shareholders, as the issue of performance rights strengthens the alignment of Mr Malcolm's interests with shareholders, and the performance rights provide a strong link between the reward for Mr Malcolm's performance and Company performance.

Mr Malcolm makes no recommendation on how to vote on Item 5 in light of his direct interest in Item 5.

A voting exclusion applies to this resolution and is set out in the Notice of Meeting.

The Board (with Mr Malcolm abstaining) recommends that shareholders vote in favour of this resolution.

The Chair of the AGM intends to vote all available and undirected proxies in favour of this resolution.

Item 6. Spill resolution – conditional resolution

The Corporations Act includes a 'two-strike' rule in relation to remuneration reports. The two-strike rule provides that, if at least 25% of the votes cast on the resolution to adopt the remuneration report at two consecutive AGMs are against adopting the remuneration report, shareholders will have the opportunity to vote on a spill resolution (described below) at the second AGM.

At last year's AGM, at least 25% of the votes cast on the resolution to adopt the FY25 Remuneration Report were against adopting the report (the first strike).

Accordingly, if at least 25% of the votes cast on Item 3 at the 2026 AGM are against adopting the FY26 Remuneration Report, this will constitute a 'second strike', and Item 6 will be put to the meeting and voted on as required by section 250V of the Corporations Act (the **Spill Resolution**).

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If less than 25% of the votes cast on Item 3 are against adopting the FY26 Remuneration Report, then there will be no second strike, and the Spill Resolution will not be put to the meeting.

If the Spill Resolution is put to the meeting, it will be conducted by way of poll and considered as an ordinary resolution, which means that, to be passed, the resolution requires the approval of a simple majority of the votes cast by or on behalf of shareholders entitled to vote on the resolution.

If the Spill Resolution is passed, a further general meeting must be held within 90 days after the 2026 AGM. Immediately before the end of the Spill Meeting, any directors (other than the Managing Director) who:

- are in office at that time; and
- were in office when the Board approved the 2026 Directors' Report (**Relevant Directors**), will cease to hold office.

As at the date of this Notice, the Relevant Directors in office are:

- Jacqueline Hey
- Robert Bazzani
- Connie Carnabuci
- Patricia Cross
- Cathy Kovacs

Even if Mr Bazzani is re-elected at the AGM under Item 2, he will need to be confirmed at the Spill Meeting to remain in office.

The Spill Meeting would consider the re-election of directors, and each of the Relevant Directors would be eligible to seek re-election.

Board recommendation

The Board recommends shareholders consider its response to the 'first strike' received at the 2025 AGM, as detailed on page 14 in relation to Item 3 and as set out in the Remuneration Report on pages 52 to 77 of the Company's 2026 Annual Report, when deciding how to vote on any Spill Resolution put to the AGM.

A voting exclusion applies to this resolution and is set out in the Notice of Meeting.

The Board unanimously recommend shareholders vote **against** this Item.

The Chair intends to vote all available proxies against this Item.

Contact information

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Adrian Wong

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Share Register

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Annual Report

To request a copy of the Annual Report, please call MUFG Corporate Markets (AU) Limited or email: support@cm.mpms.mufg.com

Electronic versions of OFX's Annual Report are available at www.ofx.com/en-au/investors/reports-presentations/

Australian Securities Exchange Listing

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OFX Group Limited
ABN 12 165 602 273